

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

KELLY HALLISSEY, et al.,)	CLASS ACTION
)	
Plaintiffs,)	Case No. 99-CIV-03785 (KTD)
)	
vs.)	
)	
AMERICA ONLINE, INC., et al.)	
)	
Defendants.)	
)	
BRIAN A. WILLIAMS, et al.,)	Case No. 01-CV-04927 (KTD)
)	
Plaintiffs,)	
)	
vs.)	
)	
AMERICA ONLINE, INC., et al.)	
)	
Defendants.)	
)	
PAMELA JOHNSON, et al.,)	CLASS ACTION
)	
Plaintiffs,)	Case No. 02-CV-03006 (KTD)
)	
vs.)	
)	
AMERICA ONLINE, INC., et al.)	
)	
Defendants.)	
)	
DONALD LOWE, et al.,)	CLASS ACTION
)	
Plaintiffs,)	Case No. 02-CV-03067 (KTD)
)	
vs.)	
)	
AMERICA ONLINE, INC., et al.,)	
)	
Defendants.)	
)	

KELLY HALLISSEY, et al.,)	CLASS ACTION
)	
Plaintiffs,)	Case No. 02-CV-00423 (KTD)
)	
vs.)	
)	
AOL TIME WARNER, INC., AMERICA)	
ONLINE, INC., AOL COMMUNITIES, INC.,)	
AOL TIME WARNER ADMINISTRATIVE)	
COMMITTEE, & AOL ADMINISTRATIVE)	
COMMITTEE)	
)	
Defendants.)	
)	

[PROPOSED] ORDER GRANTING PLAINTIFFS' UNOPPOSED MOTION FOR APPROVAL OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES

Whereas this Court granted preliminary approval of the Amended Class Action Settlement in these lawsuit as being fair, reasonable, and adequate, entered into good faith, free of collusion, and within the range of possible judicial approval;

Whereas, the Court directed Class Counsel to file a motion for award of attorneys' fees not to exceed \$5,000,000, plus reasonable costs and expenses, no later than twenty-one (21) days prior to the Final Approval Hearing;

Whereas, Class Counsel have submitted an unopposed Motion for Approval of Attorneys' Fees and Reimbursement of Expenses ("Motion"), supported by declarations from attorneys from each of the Class Counsel firms and two other attorneys who contributed to the work on these actions attesting to the time and resources devoted to prosecuting these actions, as well as the declaration of an attorney with substantial experience in this judicial district commenting on the risks and results in these actions and the reasonableness of Class Counsel's Motion;

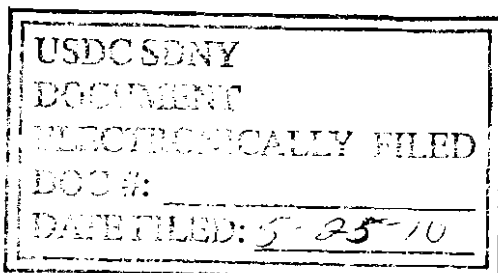
Whereas, based on a review of the unopposed Motion, all of the papers submitted in

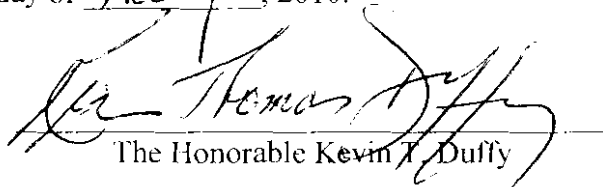
support of the Motion, and this Court's own knowledge and experience with Class Counsel in these actions, and finding good cause:

IT IS HEREBY ORDERED

1. The Court hereby grants Plaintiffs' Motion for Attorneys' Fees and awards Class Counsel \$4,500,000 in attorneys' fees or thirty percent (30%) of the total maximum settlement amount ("Fund").
2. The Court finds that the amount of fees requested is fair and reasonable using the "percentage-of-recovery" method, which is consistent with the trend in this Circuit.
3. The Court finds that it is appropriate to award attorneys' fees based on a percentage of the total funds made available, whether claimed or not, under *Masters v. Wilhelmina Model Agency, Inc.*, 473 F.3d 423 (2d Cir 2007).
4. The Court finds that all of the factors in *Goldberger v. Integrated Res. Inc.*, 209 F.3d 43 (2d Cir. 2000) weigh in favor of a fee award of 30% of the Fund.
5. The fact that Class Counsel's fee award will not only compensate them for time and effort already expended, but for time that they will be required to spend administering the settlement going forward also supports their fee request.
6. The Court also awards Class Counsel reimbursement of their litigation expenses in the amount of \$53,808.58, which the Court deems to be reasonable and necessary to the prosecution of this action.
7. The attorneys' fees awarded and the amount in reimbursement of litigation costs and expenses shall be paid from the Fund.

It is so ORDERED this 26 day of May, 2010.




The Honorable Kevin J. Duffy